

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., et al.,¹) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) Objection Deadline: July 11 2014 at 4:00 p.m.
) Hearing date: October 14, 2014 at 10:00 a.m.

**FINAL FEE APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P., SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF JULY 19, 2001 THROUGH FEBRUARY 3, 2014 AND APPROVAL OF
POST-EFFECTIVE DATE FEES AND EXPENSES RELATING TO FEE
APPLICATIONS**

Name of Applicant: Nelson Mullins Riley & Scarborough,
L.L.P.

Authorized to Provide Professional Services to: W. R. Grace & Co., et al., Debtors and
Debtors-in-Possession

Date of Retention: July 19, 2001

Period for which compensation and
reimbursement is sought: July 19, 2001 – February 3, 2014

Amount of Compensation sought as actual,
reasonable, and necessary: \$1,038,748.50

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc.), Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Amount of expense reimbursement sought as **\$26,630.21**
Actual, reasonable, and necessary:

Amount of Post-Effective Date Fees **\$10,077.00**
Sought

This is a: **Final Fee Application**

Prior Monthly Fee Applications Filed:

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
October 17, 2001	July 19, 2001 – July 31, 2001	\$28,316.50	\$234.68	\$22,653.20	\$234.68
October 17, 2001	August 1, 2001- August 31, 2001	\$69,119.50	\$1,196.84	\$55,295.60	\$1,196.84
October 17, 2001	May 1, 2001- June 30, 2001	\$113,762.50	\$2,155.05	\$91,010.00	\$2,155.05
December 19, 2001	October 1, 2001- October 31, 2001	\$67,906.50	\$1,348.82	\$54,325.20	\$1,348.82
January 23, 2002	November 1, 2001- November 30, 2001	\$26,792.00	\$168.41	\$21,433.60	\$168.41
February 26, 2002	December 1, 2001- December 31, 2001	\$24,895.00	\$673.51	\$19,916.00	\$673.51
May 1, 2002	January 1, 2002- January 31, 2002	\$21,009.00	\$147.52	\$16,807.20	\$147.52
June 18, 2002	February 1, 2002- February 28, 2002	\$24,897.00	\$122.30	\$19,917.60	\$122.30
June 18, 2002	March 1, 2002 – March 31, 2002	\$17,003.00	\$52.22	\$13,602.40	\$52.22
June 25, 2002	September 1, 2001- September 30, 2001	\$31,625.50	\$488.83	\$25,300.40	\$488.83
June 25, 2002	April 1, 2002-April 30, 2002	\$17,827.00	\$345.71	\$14,261.60	\$345.71
June 26, 2002	January 1, 2002- March 31, 2002	\$62,909.00	\$322.04	\$62,909.00	\$322.04
July 2, 2002	May 1, 2002-May 31, 2002	\$27,070.00	\$177.64	\$21,656.00	\$177.64
August 14, 2002	June 1, 2002 – June 30, 2002	\$15,496.50	\$178.39	\$12,397.20	\$178.39
August 29, 2002	July 1, 2002 – July 31, 2002	\$18,481.50	\$225.82	\$14,785.20	\$225.82
September 3, 2002	July 19, 2001 – September 30, 2001	\$129,061.50	\$1,920.35	\$129,061.50	\$1,920.35
September 3, 2002	October 1, 2001 – December 31, 2001	\$119,593.50	\$2,190.74	\$119,593.50	\$2,190.74
September 20, 2002	April 1, 2002 – June 30, 2002	\$60,393.50	\$701.74	\$55,739.00	\$701.74
October 8, 2002	August 1, 2002 – August 31, 2002	\$10,363.00	\$169.79	\$8,290.40	\$169.79
October 30, 2002	September 1, 2002- September 30, 2002	\$11,114.00	\$221.89	\$8,891.20	\$221.89
November 27, 2002	July 1, 2002 – September 30, 2002	\$39,958.50	\$615.50	\$35,771.00	\$615.50
December 11, 2002	October 1, 2002- October 31, 2002	\$8,498.50	\$75.28	\$6,798.80	\$75.28
December 26, 2002	November 1, 2002- November 30, 2002	\$4,241.00	\$117.29	\$3,392.80	\$117.29
February 6, 2003	December 1, 2002 – December 31, 2002	\$9,298.50	\$97.20	\$7,438.80	\$97.20
March 4, 2003	January 1, 2003- January 31, 2003	\$6,026.50	\$24.91	\$4,821.20	\$24.91
March 27, 2003	February 1-February	\$5,473.50	\$52.58	\$4,378.80	\$52.58

	28, 2003				
April 8, 2003	October 1, 2002- December 31, 2002	\$22,038.00	\$289.77	\$22,038.00	\$289.77
May 9, 2003	March 1, 2003- March 31, 2003	\$5,424.00	\$64.16	\$4,339.20	\$64.16
September 9, 2003	January 1, 2003 – March 31, 2003	\$16,924.00	\$141.65	\$16,924.00	\$146.65
August 22, 2003	April 1, 2003- April 30, 2003	\$7,868.00	\$64.88	\$6294.40	\$64.88
September 9, 2003	May 1, 2003 – May 31, 2003	\$8,143.50	\$88.14	\$6,514.80	\$88.14
September 5, 2003	June 1, 2003 – June 30, 2003	\$17,705.00	\$291.20	\$14,164.00	\$291.20
September 9, 2003	April 1, 2003 – June 30, 2003	\$33,716.05	\$444.22	\$33,716.05	\$444.22
September 6, 2003	July 1, 2003 – July 31, 2003	\$36,321.00	\$241.39	\$29,056.80	\$241.39
March 4, 2004	August 1, 2003 – August 31, 2003	\$27,487.00	\$932.61	\$21,989.60	\$932.61
March 4, 2004	September 1, 2003 – September 31, 2003	\$38,442.00	\$139.47	\$30,753.60	\$139.47
February 25, 2004	July 1, 2003 – September 31, 2003	\$102,250.00	\$1,313.47	\$102,250.00	\$1,313.47
March 8, 2004	October 1, 2003 – October 31, 2003	\$9,657.50	\$154.31	\$9,657.50	\$154.31
March 8, 2004	November 1, 2003 – November 30, 2003	\$5,845.00	\$119.01	\$4676.00	\$119.01
March 8, 2004	December 1, 2003 – December 31, 2003	\$4465.50	\$ 4.08	\$3572.40	\$4.08
March 10, 2004	October 1, 2003- December 31, 2003	\$19,968.00	\$277.40	\$19,968.00	\$277.40
May 12, 2004	January 1, 2004- January 31, 2004	\$16,534.50	\$1,260.61	\$13,227.60	\$1,260.61
May 12, 2004	February 1, 2004 – February 28, 2004	\$9,591.50	\$32.50	\$7,673.20	\$32.50
May 12, 2004	March 1, 2004 – March 31, 2004	\$6,325.50	\$105.67	\$5,060.40	\$105.67
June 7, 2004	January 1, 2004- March 31, 2004	\$32,451.50	\$1,398.78	\$32,451.50	\$1,398.78
June 7, 2004	April 1, 2004- April 30, 2004	\$6,062.00	\$20.78	\$4,849.60	\$20.78
July 6, 2004	May 1, 2004- May 31, 2004	\$12,927.00	\$67.97	\$10,341.60	\$67.97
August 12, 2004	June 1, 2004 – June 30, 2004	\$12,228.00	\$372.90	\$9,782.40	\$372.90
August 17, 2004	April 1, 2004 – June 30, 2004	\$31,217.00	\$461.65	\$31,217.00	\$461.65
September 7, 2004	July 1, 2004 – July 31, 2004	\$19,020.00	\$216.31	\$15,216.00	216.31
September 24, 2004	August 1, 2004 – August 31, 2004	\$3,945.50	\$89.18	\$3,156.40	\$89.18
October 22, 2004	September 1, 2004- September 30, 2004	\$9,741.50	\$284.46	\$7,793.20	\$284.46
October 28,	July 1, 2004 –	\$32,707.00	\$589.95	\$32,707.00	\$589.95

2004	September 30, 2004				
December 1, 2004	October 1, 2004 - October 31, 2004	\$20,570.50	\$76.25	\$16,456.40	\$76.25
December 17, 2004	November 1, 2004 - November 30, 2004	\$5,993.00	\$32.75	\$4,794.40	\$32.75
February 17, 2005	December 1, 2004 - December 31, 2004	\$3,397.50	\$24.51	\$2,718.00	\$24.51
March 8, 2005	January 1, 2005 - January 31, 2005	\$7,343.50	\$34.10	\$5,874.80	\$34.10
March 16, 2005	October 1, 2004 - December 31, 2004	\$29,961.00	\$133.51	\$29,961.00	\$133.51
April 15, 2005	February 1, 2005 - February 28, 2005	\$4,948.50	\$40.40	\$3,958.80	\$40.40
May 10, 2005	March 1, 2005 - March 31, 2005	\$6,494.00	\$71.74	\$5,195.20	\$71.74
June 15, 2005	January 1, 2005 - March 31, 2005	\$18,786.00	\$146.24	\$18,786.00	\$146.24
June 7, 2005	April 1, 2005 - April 30, 2005	\$4,754.50	\$38.87	\$3,803.60	\$38.87
July 7, 2005	May 1, 2005 - May 31, 2005	\$9,725.00	\$84.96	\$7,780.00	\$84.96
August 1, 2005	June 1, 2005 - June 30, 2005	\$5,182.00	\$1.80	\$4,145.60	\$1.80
August 8, 2005	April 1, 2005 - June 30, 2005	\$19,661.50	\$125.63	\$19,661.50	\$125.63
August 20, 2005	July 1, 2005 - July 31, 2005	\$10,155.00	\$15.27	\$8,124.00	\$15.27
October 12, 2005	August 1, 2005 - August 31, 2005	\$9,440.00	\$54.18	\$7,552.00	\$54.18
November 4, 2005	September 1, 2005 - September 30, 2005	\$2,772.00	\$14.03	\$2,217.60	\$14.03
November 23, 2005	July 1, 2005 - September 30, 2005	\$22,367.00	\$83.48	\$22,367.00	\$83.48
December 16, 2005	October 1, 2005 - October 31, 2005	\$4,735.50	\$27.51	\$3,788.40	\$27.51
March 10, 2006	November 1, 2005 - November 30, 2005	\$1,819.50	\$24.02	\$1,455.60	\$24.02
March 27, 2006	December 1, 2005 - December 31, 2005	\$7,582.50	\$26.28	\$6,066.00	\$26.28
April 20, 2006	October 1, 2005 - December 31, 2005	\$14,137.50	\$77.81	\$14,137.50	\$77.81
April 20, 2006	January 1, 2006 - January 31, 2006	\$8,997.00	\$58.95	\$7,197.60	\$58.95
April 20, 2006	February 1, 2006 - February 28, 2006	\$7,574.50	\$127.34	\$6,059.60	\$127.34
April 20, 2006	March 1, 2006 - March 31, 2006	\$6,120.50	\$11.93	\$4,896.40	\$11.93
June 8, 2006	April 1, 2006 - April 30, 2006	\$4,012.50	\$185.69	\$3,210.00	\$185.69
June 9, 2006	January 1, 2006 - March 31, 2006	\$22,692.00	\$198.22	\$22,692.00	\$198.22
July 10, 2006	May 1, 2006 - May 31, 2006	\$18,733.50	\$116.00	\$14,986.80	\$116.00
August 2, 2006	June 1, 2006 - June 30, 2006	\$1,459.00	\$9,179.83	\$1,167.20	\$9,179.83

September 29, 2006	April 1, 2006 – June 30, 2006	\$24,205.00	\$9,481.52	\$24,205.00	\$9,481.52
September 11, 2006	July 1, 2006 – July 31, 2006	\$834.00	\$25.85	\$667.20	\$25.85
October 18, 2006	August 1, 2006 – August 31, 2006	\$1,023.50	\$12.25	\$818.80	\$12.25
October 30, 2006	September 1, 2006 – September 30, 2006	\$519.50	\$0	\$415.60	\$0
November 22, 2006	July 1, 2006 – September 30, 2006	\$2,377.00	\$38.10	\$2,377.00	\$38.10
November 22, 2006	October 1, 2006 – October 31, 2006	\$415.00	\$12.30	\$332.00	\$12.30
December 27, 2006	November 1, 2006 – November 30, 2006	\$744.00	\$51.47	\$595.20	\$51.47
February 12, 2007	December 1, 2006 – December 31, 2006	\$1,229.00	\$5.00	\$983.20	\$5.00
March 2, 2007	January 1, 2007 – January 31, 2007	\$3,260.00	\$54.65	\$2,608.00	\$54.65
March 7, 2007	October 1, 2006 – December 31, 2006	\$2,388.00	\$68.77	\$2,388.00	\$68.77
March 23, 2007	February 1, 2007 – February 28, 2007	\$2,977.50	\$1,858.98	\$2,382.00	\$1,858.98
April 24, 2007	March 1, 2007 – March 31, 2007	\$3,069.00	\$941.40	\$2,455.20	\$941.40
May 14, 2007	January 1, 2007 – March 31, 2007	\$9,306.50	\$2,855.03	\$9306.50	\$2855.03
May 25, 2007	April 1, 2007 – April 30, 2007	\$430.00	\$92.00	\$344.00	\$92.00
June 20, 2007	May 1, 2007 – May 31, 2007	\$863.50	\$22.11	\$690.80	\$22.11
July 11, 2007	June 1, 2007 – June 30, 2007	\$663.00	\$12.38	\$530.40	\$12.38
July 23, 2007	April 1, 2007 – June 30, 2007	\$1956.50	\$126.49	\$1956.50	\$126.49
August 23, 2007	July 1, 2007 – July 31, 2007	\$786.50	\$26.41	\$629.20	\$26.41
September 24, 2007	August 1, 2007 – August 31, 2007	\$423.00	\$14.10	\$338.40	\$14.10

January 2, 2008	September 1, 2007 – September 30, 2007	\$396.00	\$12.94	\$316.80	\$12.94
January 2, 2008	November 1, 2007 – November 30, 2007	\$176.00	\$44.60	\$140.80	\$44.60
January 9, 2008	July 1, 2007 – September 30, 2007	\$1,605.50	\$53.45	\$1284.40	\$53.45
January 22, 2008	December 1, 2007 – December 31, 2007	\$742.00	\$0.00	\$593.60	\$0.00
February 22, 2008	January 1, 2008 – January 31, 2008	\$1,607.00	\$0.00	\$1,285.60	\$0.00
March 25, 2008	February 1, 2008 – February 29, 2008	\$8,386.00	\$14.25	\$6,708.80	\$14.25
April 29, 2008	March 1, 2008 – March 31, 2008	\$1,865.00	\$2.75	\$1,492.00	\$2.75
May 28, 2008	October 1, 2007 – December 31, 2007	\$918.00	\$44.60	\$918.00	\$44.60

June 20, 2008	April 1, 2008 – April 30, 2008	\$3,760.00	\$55	\$3,008.00	\$55
July 22, 2008	May 1, 2008 – May 31, 2008	\$5,263.50	\$73.15	\$4,210.80	\$73.15
July 24, 2008	June 1, 2008 – June 30, 2008	\$1,716.00	\$15.81	\$1,372.80	\$15.81
July 24, 2008	January 1, 2008 – March 31, 2008	\$11,858.00	\$17.00	\$11,858.00	\$17.00
August 27, 2008	July 1, 2008 – July 31, 2008	\$1,236.00	\$90	\$988.80	\$90
September 22, 2008	August 1, 2008 – August 31, 2008	\$724.00	\$22.96	\$579.20	\$22.96
October 21, 2008	April 1, 2008 – June 30, 2008	\$10,739.50	\$89.51	\$10,739.50	\$89.51
October 29, 2008	September 1, 2008 – September 30, 2008	\$2,336.00	\$18.58	\$1,868.80	\$18.58
December 10, 2008	October 1, 2008 – October 31, 2008	\$6,296.00	\$45.72	\$5,036.80	\$45.72
December 24, 2008	November 1, 2008 – November 30, 2008	\$2,040.00	\$16.06	\$1,632.00	\$16.06
January 12, 2009	July 1, 2008 – September 30, 2008	\$4,296.00	\$42.44	\$4,296.00	\$42.44
February 25, 2009	December 1, 2008 – December 31, 2008	\$9,427.00	\$14.09	\$7,541.60	\$14.09
March 16, 2009	January 1, 2009 – January 31, 2009	\$1,974.50	\$54.23	\$1,579.60	\$54.23
June 29, 2009	October 1, 2008 – December 31, 2008	\$17,763.00	\$75.87	\$17,763.00	\$75.87
June 30, 2009	February 1, 2009 – February 28, 2009	\$276.00	\$0.00	\$220.80	\$0.00
June 30, 2009	March 1, 2009 – March 31, 2009	\$200.00	\$10.64	\$160.00	\$10.64
June 30, 2009	April 1, 2009 – April 30, 2009	\$420.00	\$0.08	\$336.00	\$0.08
July 29, 2009	January 1, 2009 – March 31, 2009	\$2,450.50	\$64.87	\$2,450.50	\$64.87
September 4, 2009	June 1, 2009 – June 30, 2009	\$360.00	\$0	\$288.00	\$0
September 4, 2009	July 1, 2009 – July 31, 2009	\$72.00	\$15.26	\$57.60	\$15.26
September 28, 2009	August 1, 2009 – August 31, 2009	\$708.00	\$13.88	\$566.40	\$13.88
April 13, 2010	September 1, 2009 – September 30, 2009	\$94.19	\$10.19	\$94.19	\$10.19
----	October 1, 2009 – October 31, 2009	N/A	N/A	N/A	N/A
----	November 1, 2009 – November 30, 2009	N/A	N/A	N/A	N/A
April 23, 2010	December 1, 2009 – December 31, 2009	\$632.00	\$0.00	\$505.60	\$0.00
April 27, 2010	April 1, 2009 – June 30, 2009	\$780.00	\$0.08	\$780.00	\$0.08
----	January 1, 2010 – January 31, 2010	N/A	N/A	N/A	N/A
July 14, 2010	February 1, 2010 –	\$576.00	\$0.00	\$576.00	\$0.00

	February 28, 2010				
July 16, 2010	March 1, 2010 – March 31, 2010	\$459.50	\$0.00	\$459.50	\$0.00
July 15, 2010	April 1, 2010 – April 30, 2010	\$408.50	\$14.80	\$408.50	\$14.80
----	May 1, 2010 - February 28, 2011	N/A	N/A	N/A	N/A
May 3, 2011	March 1, 2011 – March 31, 2011	\$320.00	\$0.00	\$320.00	\$0.00
June 27, 2011	April 1, 2011 – April 30, 2011	\$258.00	\$0.00	\$258.00	\$0.00
—	May 1, 2011 – May 31, 2011	N/A	N/A	N/A	N/A
August 10, 2011	June 1, 2011 – June 30, 2011	\$112.00	\$0.00	\$112.00	\$0.00
—	July 1, 2011 – August 31, 2011	N/A	N/A	N/A	N/A
October 13, 2011	September 1, 2011 – September 30, 2011	\$84.00	\$0.00	\$84.00	\$0.00
December 12, 2011	October 1, 2011 – October 31, 2011	\$70.00	\$0.00	\$70.00	\$0.00
—	November 1, 2011 – November 30, 2011	N/A	N/A	N/A	N/A
February 15, 2012	December 1, 2011 – December 31, 2011	\$114.00	\$0.00	\$114.00	\$0.00
—	January 1, 2012 – January 31, 2012	N/A	N/A	N/A	N/A
May 3, 2012	February 1, 2012 – February 29, 2012	\$58.00	\$2.40	\$58.00	\$2.40
—	March 1, 2012 – March 31, 2012	N/A	N/A	N/A	N/A
September 20, 2012	April 1, 2012 – May 31, 2012	\$87.00	\$28.75	\$87.00	\$28.75



Denotes quarterly fee applications

The Nelson Mullins Riley & Scarborough, L.L.P. professionals and paraprofessionals who rendered professional services in these cases during the compensation period are:

Name of Professional Person	Position with the applicant	Department	Number of Years in Case	Blended rate	Total billed hours	Total compensation
Edward D. Barnhill	Partner	Real Estate	3	\$260.60	10.3	2,694.50
M.D. Bryan	Partner (no longer employed)	Corporate	3	\$478.85	1.3	622.50
W. Bobo	Partner	Corporate	1	\$375.00	11.4	4,275.00
Betsy Johnson Burn	Partner (no longer employed)	Bankruptcy	9	\$204.95	85.4	17,503.00
George B. Cauthen	Partner	Bankruptcy	4	\$266.96	33.6	8,970.00
J.S. Claypoole	Partner	Corporate/Real Estate	1	\$285.00	0.5	142.50
David M. Cleary	Partner (No longer employed)	Environmental	4	\$286.11	533.20	152,552.00
Karen Crawford	Partner	Environmental	2	\$254.17	1.2	305.00
Bernard F. Hawkins, Jr.	Partner	Environmental	11	\$240.24	765	183,784.00
Cory E. Manning	Partner	Business Litigation	2	\$257.56	157.8	40,643.00
John C. McElwaine	Partner	Environmental	1	\$195.00	14.4	2,808.00
Joseph M. Melchers	Partner (No longer employed)	Environmental	3	\$242.74	510	123,795.00
J.N. Plowman	Partner (no longer employed)	Real Estate	1	\$315.00	27.5	8,662.50
N.J. Smith	Partner	Environmental	10	\$292.55	197.90	57,895.50
M.P. Seiffert	Partner (no longer employed)	Commercial	1	\$260.00	7.9	2,054.00
R.S. Stillwell	Partner	Business Litigation	1	\$310.00	6.2	1,922.00

Name of Professional Person	Position with the applicant	Department	Number of Years in Case	Blended rate	Total billed hours	Total compensation
S.K. Taylor	Partner	Environmental	1	\$245.00	7.9	1,935.50
Linda K. Barr	Of Counsel (no longer employed)	Bankruptcy	1	\$215.00	0.2	43.00
Rose-Marie T. Carlisle	Of Counsel	Environmental	10	\$238.03	657.50	156,502.00
G.P. Caulk	Of Counsel	Corporate/Real Estate	1	\$275.00	0.7	192.50
J.E. Holmes	Of Counsel	Corporate	4	\$257.69	19.9	5,128.00
Mary Ellen Ternes	Of-Counsel (no longer employed)	Environmental	3	\$214.45	100.9	21,638.00
Kevin J. Heiser	Associate (No longer employed)	Bankruptcy	2	\$172.72	101.9	17,600.00
B. Keith Poston	Associate	Bankruptcy	1	\$220.00	0.2	44.00
D.B. Rustin	Associate	Business Litigation	1	\$220.00	9	1,980.00
Childs Cantey	Summer Associate (no longer employed)	Environmental	1	\$75.00	78.6	5,895.00
Nicole Capuano	Summer Associate (No longer employed)	Environmental	1	\$75.00	32.8	2,460.00
Meredith George	Summer Associate (no longer employed)	Environmental	1	\$75.00	11.9	892.50
Allison Smith	Summer Associate (no longer employed)	Environmental	1	\$75.00	19.3	1,447.50
D. Stafford	Summer Associate (no longer employed)	Environmental	1	\$75.00	10.6	795.00
Karen Brown	Paralegal (No longer employed)	Environmental	3	\$124.76	1,042.3	130,037.50

Name of Professional Person	Position with the applicant	Department	Number of Years in Case	Blended rate	Total billed hours	Total compensation
	employed)					
Maureen D. Collett	Paralegal (no longer employed)	Environmental	1	\$115.00	1.3	149.50
Leslie Dewey	Paralegal (No longer employed)	Litigation	1	\$130.00	2.8	364.00
D.B. Green	Paralegal (No longer employed)	Bankruptcy	1	\$85.00	1.1	93.50
Linnea Hann	Paralegal	Bankruptcy	2	\$141.00	4.7	663.00
Laurie Jennings	Paralegal	Environmental	3	\$113.49	178.4	20,246.00
Jaci L. Lewis	Paralegal (No longer employed)	Bankruptcy	1	\$90.00	3	270.00
Lisa D. McInnis	Paralegal (No longer employed)	Bankruptcy	2	\$90.21	2.3	207.50
Anne R. Price	Paralegal (no longer employed)	Bankruptcy	4	\$106.84	189.3	20,225.50
Kelly K. Smith	Paralegal (No longer employed)	Environmental	1	\$100.00	0.3	30.00
Laurie K. Thomas	Paralegal (No longer employed)	Environmental	2	\$59.46	339.2	20,170.50
Martha V. Waddell	Paralegal (No longer employed)	Environmental	3	\$65.13	120.4	7,842.00
Brook Wright	Paralegal (No longer employed)	Bankruptcy	4	\$115.11	72.6	8,357.00
Russell Altman	Research Librarian (No longer employed)	Library Services	1	\$95.00	1.8	171.00
Melanie Swaby DuBard	Research Librarian	Library Services	2	\$95.00	2.1	199.50
J.M. A'Hearn	Project Assistant (no longer employed)	Business Litigation	2	\$94.05	4.2	395.00

Name of Professional Person	Position with the applicant	Department	Number of Years in Case	Blended rate	Total billed hours	Total compensation
A. Emory	Project Assistant (no longer employed)	Litigation	1	\$75.00	1.3	97.50
Emily Flemming	Project Assistant (No longer employed)	Environmental	2	\$58.29	12.6	734.50
Karla Lucas	Project Assistant (no longer employed)	Environmental	3	\$66.64	49.5	3,298.50
K. Turner	Project Assistant (no longer employed)	Environmental	1	\$85.00	0.1	8.50
Stephanie Weissenstein	Project Assistant (No longer employed)	Environmental	1	\$55.00	0.1	5.50
TOTAL:					5,444.4	\$1,038,748.50
Blended Rate (excluding Post-Effective Date Fees):						\$190.79
Blended Rate (excluding Post-Effective Date Fees and Paralegal/Other Professional Time):						\$249.46

COMPENSATION BY PROJECT CATEGORY DURING COMPENSATION PERIOD

Project Category	Hours	Amount
Acton/Concord, MA	0.9	\$147.5
Aiken-Title V Permit App. Iss.	193	\$44,741.00
Air Matters	5.3	\$1,661.00
Alchem Chemical Co.	87.8	\$24,978.00
Aqua-Tech CERCLA	9.7	\$1,602.00
Beaco Road Site	115.1	\$41,567.50
Bill Johns Waste Oil Site-FL	0.8	\$100.00
Cary Site-NC	1.2	\$250.50
Charleston	836.1	\$216,690.00
Coachmen	0.1	\$5.50
DAREX, Atlanta Facility	27.5	\$3,795.50
Easthampton, MA Expanding Plant	62	\$10,579.50
Enoree Site Management	264.4	\$40,104.00
Expanding Plant, Trenton, NJ	1.7	\$441.50
Fee Applications	820	\$115,349.00
FOIA Request	3.9	\$527.00
General	610.6	\$103,643.00
Guancia, Puerto Rico	0.5	\$96.50
Laurens County Property	9.7	\$2,430.50
Li Tungsten	933.1	\$194,845.50
Libby EPA Cost Recovery	139.9	\$14,933.50
Libby Expansion Plants-Albany	0.2	\$11.00
Libby Expansion Plants-Atlanta, GA	0.1	\$5.50
Libby Expansion Plants-Beltville, MD	0.1	\$5.50
Libby Expansion Plants, Billerica	4.1	\$1,204.50
Libby Expansion Plants-Cambridge, MA	11	\$1,368.00
Libby Expansion Plants-Dallas	16.9	\$2,829.00
Libby Expansion Plants-Eliwood City, PA	0.1	\$5.50
Libby Expansion Plants-Glendale, AZ	1.6	\$200.00
Libby Expansion Plants-Hialeah, FL	0.1	\$5.50
Libby Expansion Plants-Highpoint, NC	0.1	\$5.50
Libby Expansion Plants-Irondale, AL	0.1	\$5.50
Libby Expansion Plants-Jacksonville, FL	0.1	\$5.50
Libby Expansion Plants-Newark, CA	18.6	\$2,677.00
Libby Expansion Plants-Phoenix	58.8	\$13,475.00
Libby Expansion Plants-Pompano Beach, FL	0.1	\$5.50
Libby Expansion Plants-Portland	4.0	\$500.00
Libby Expansion Plants-Rio Piedras, PR	0.2	\$11.00
Libby Expansion Plants-Santa Ana	0.1	\$5.50
Libby Expansion Plants-Sharpsburg, PA	0.2	\$11.00
Libby Expansion Plants-Tampa, FL	0.1	\$5.50
Libby Expansion Plants-Utica	0.1	\$5.50
Libby Expansion Plants-Washington, DC	0.1	\$5.50
Libby Expansion Plants-Wilder, KY	0.4	\$92.50
Libby, MT-General Environmental	390	\$65,139.00
Motor Wheel, MI Environmental	4.5	\$1,250.50
Owensboro Site Management	97.2	\$22,201.00
Owensboro Site Management Remediation	0.1	\$5.50
Project Allen	244.2	\$40,174.00
Quality Maintenance, Inc.	238.4	\$41,307.00

Refuse Hideaway Landfill	20.2	\$4,170.00
Rock Hill Chemical Superfund Site	1.5	\$335.00
Samson Issues-Casmalia Site	0.4	\$50.00
Sierra Facility	28	\$7,600.00
Weedsport, NY	2.9	\$829.50
Western Minerals Products Site	175	\$14,565.00
Zotos	1.5	\$187.50
Total:	5,444.4	\$1,038,748.50

EXPENSE SUMMARY DURING COMPENSATION PERIOD

Expense Category	Amount
Telephone	\$1,099.48
Westlaw	\$234.22
LEXIS	\$1,489.69
PACER	\$206.82
Standard Copies	\$1,827.70
Fed-Ex	\$1,878.37
Telecopy	\$4.00
Outside Delivery Service	\$540.11
Title Abstraction	\$25.00
Photocopies	\$17.05
Outside Copy Service	\$1,182.15
Courier	\$160.50
Deposition Preparation	\$105.96
Environmental Tests	\$44.00
Travel Expenses	\$2,776.05
Court Reporter	\$2,982.30
Outside Services	\$10,372.13
Computer Assisted Research	\$1,039.56
Outside Research Services	\$583.38
Court Filing Fee	\$46.16
Postage	\$15.58
Total Fees	\$26,630.21

**NELSON MULLINS RILEY & SCARBOROUGH, L.L.P.'S SUMMARY OF
PROFESSIONALS AND PARAPROFESSIONALS RENDERING SERVICES DURING
THE POST-EFFECTIVE DATE PERIOD**

Name of Professional Person	Position with the applicant	Years at Position	Department	Hourly Billing Rate	Total billed hours	Total compensation
B. Keith Poston	Associate	5	Bankruptcy	\$255.00	27.3	\$6,961.50
Linnea K. Hann	Paralegal	9	Bankruptcy	\$155.00	20.1	\$3,115.50
Total Fees Post-Effective Date:						\$10,077.00

COMPENSATION BY PROJECT CATEGORY DURING POST-EFFECTIVE DATE PERIOD

Project Category	Hours	Amount
Fee Applications-Applicant	47.4	\$10,077.00
TOTAL	47.4	\$10,077.00

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
)
W. R. GRACE & CO., <u>et al.</u> , ²) Case No. 01-01139 (JKF)
) (Jointly Administered)
)
Debtors.) Objection Deadline: <u>July 11, 2014</u> at 4:00 p.m.
) Hearing date: October 14, 2014 at 10:00 a.m.

**FINAL FEE APPLICATION OF NELSON MULLINS RILEY & SCARBOROUGH,
L.L.P., SPECIAL COUNSEL TO W. R. GRACE & CO., ET AL., FOR
COMPENSATION FOR SERVICES AND REIMBURSEMENT OF EXPENSES FOR
THE PERIOD OF JULY 19, 2001 THROUGH FEBRUARY 3, 2014 AND APPROVAL OF
POST-EFFECTIVE DATE FEES AND EXPENSES RELATING TO FEE
APPLICATIONS**

Nelson Mullins Riley & Scarborough, L.L.P. ("Nelson Mullins" or the "Applicant"), hereby submits this Final Fee Application of Nelson Mullins Riley & Scarborough, L.L.P., Special Counsel to W.R. Grace & Co., *et al.*, for Compensation for Services and Reimbursement of Expenses for the Period of July 19, 2001 through February 3, 2014 (the "Application") pursuant to 11 U.S.C. §§ 327, 328, 329, 330 and 331, Federal Rule of Bankruptcy Procedure 2016, Del.Bankr.L.R. 2016-2, the Amended Administrative Order Under 11 U.S.C. §§1059(a)

² The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-I Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members, amending the Administrative Order Under 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Professionals and Official Committee Members (collectively the "Interim Compensation Order"), the Plan (as defined below) and the Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses promulgated by the Executive Office of the United States Trustees pursuant to 28 U.S.C. § 586(a)(3)(A). By this Application, Nelson Mullins, as special counsel to the above captioned debtors and debtors in possession in these proceedings, seeks final allowance and payment of compensation for legal services performed in the amount of \$1,038,748.50 and expenses incurred in the amount of \$26,630.21 during the period commencing July 19, 2001 through February 3, 2014 (the "Compensation Period"). In addition, Nelson Mullins seeks approval of Post-Effective Date Period (as defined herein) fees and expenses that were incurred in connection with the fee application process in the combined total amount of \$10,077.00. In support hereof, Nelson Mullins respectfully represents the following:

I. FACTUAL BACKGROUND

1. On April 2, 2001 (the "Petition Date"), each of the above-captioned debtors (collectively, the "Debtors") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").
2. Prior to effective date of the Debtors' Plan (as defined below), the Debtors continued in possession of their property and, as debtors-in-possession, operated their businesses and managed their affairs.
3. The Debtors' cases are being jointly administered pursuant to an Order of the Bankruptcy Court dated as of the Petition Date.
4. Since the Petition Date, the U.S. Trustee has appointed the following creditors' committees:

Official Committee of Unsecured Creditors, Official Committee of Asbestos Personal Injury Claimants, and Official Committee of Asbestos Property Damage Claimants (collectively, the "Committees"). No trustee has been appointed in these cases.

5. On July 19, 2001, the Bankruptcy Court approved the Debtors' retention of Nelson Mullins as their special counsel (the "Retention Order"). The Retention Order authorizes the Debtors to compensate Nelson Mullins at Nelson Mullins' hourly rates charged for services of this type and to be reimbursed for actual and necessary out-of-pocket expenses that it incurred, subject to application to this Court in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and all applicable local rules and orders of this Court.

6. On January 31, 2011, this Court entered the Recommended Findings of Fact, Conclusions of Law and Order Regarding Confirmation of First Amended Joint Plan of Reorganization as Modified Through December 23, 2010 (D.I. 26155) and on February 15, 2011, this Court entered the Order Clarifying Memorandum Opinion and Order Confirming Joint Plan as Amended Through December 23, 2010 (D.I. 26289) (collectively, the "Confirmation Order"), pursuant to which this Court approved and confirmed the First Amended Joint Plan of Reorganization Under Chapter 11 of the Bankruptcy Code of W. R. Grace & Co., *et al.*, the Official Committee of Asbestos Personal Injury Claimants, the Asbestos PI Future Claimants' Representative, and the Official Committee of Equity Security Holders as Modified Through December 23, 2010 (D.I. 6368) (as amended and confirmed pursuant to the Confirmation Order, the "Plan").

7. On February 3, 2014, the Debtors' Plan became effective (the "Effective Date").

II. COMPENSATION AND REIMBURSEMENT OF EXPENSES

8. Nelson Mullins submits this Application for final allowance of reasonable compensation for actual and necessary professional services and for reimbursement of actual and necessary out-of-pocket expenses incurred in representing the Debtors as their special counsel. All included services

and costs for which Nelson Mullins seeks compensation were performed for, or on behalf of, the Debtors.

9. Nelson Mullins seeks final allowance of compensation in the amount of \$1,038,748.50 for legal services rendered and final reimbursement in the amount of \$26,630.21 for expenses incurred and disbursed during the Compensation Period. Nelson Mullins also seeks final approval and payment of fees and expenses incurred in the combined total amount of \$10,077.00 in connection with the fee application process for the period after February 4, 2014 (the "Post-Effective Date Period").

10. For the Court's review, summaries containing the names of each Nelson Mullins professional and paraprofessional rendering services to the Debtors during the Compensation Period and Post-Effective Date Period, their customary billing rates, the time expended by each professional and paraprofessional³, and the total value of time incurred by each professional and paraprofessional are attached as Exhibit A. In addition, Exhibit A contains summaries of the services provided by Nelson Mullins during the Compensation Period, identified by project task categories.

11. Exhibit B contains a breakdown of expenses incurred and disbursed by Nelson Mullins during both the Compensation Period and Post-Effective Date Period. These sums are broken down into categories of charges including, inter alia, telephone charges, special or hand delivery charges, documentation charges, transcription charges, postage, facsimile and photocopying charges.

III. ANALYSIS AND NARRATIVE DESCRIPTION OF SERVICES RENDERED AND TIME EXPENDED

12. Section 330(a) of the Bankruptcy Code provides, in pertinent part, that bankruptcy courts may award "reasonable compensation for actual, necessary services rendered by the trustee,

³ Nelson Mullins' fees and expenses currently incurred during the Post-Effective Date Period are attached as Exhibit C. These Post-Effective Date Period amounts are not included in the Compensation Period summaries found in Exhibit A.

examiner, ombudsman, professional person, or attorney and by any paraprofessional person employed by any such person.” See 11 U.S.C. § 330(a)(1)(A). The attorneys requesting compensation from the bankruptcy estate bear the burden of demonstrating to the Court that the services performed and fees incurred were reasonable.

13. In determining the amount of reasonable compensation to be awarded, the Court shall consider, pursuant to Section 330(a)(3) of the Bankruptcy Code, the nature, extent, and the value of such services, taking into account all relevant factors, including: (A) the time spent on such services, (B) the rates charged for such services, (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title, (D) whether the services were performed within a reasonable time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed, (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy filed, and (F) whether the compensation is reasonable, based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title. See 11 U.S.C. § 330(a)(3)(A)-(F).

14. To date, Nelson Mullins has filed one hundred ten (110) monthly fee applications for the period of April 2, 2001 through February 3, 2014 and thirty-two (32) quarterly fee applications (collectively, “Fee Applications Filed to Date”).

15. Descriptions of the services rendered for or on behalf of the Debtors as their special counsel and the time expended are set forth in each of the Fee Applications Filed to Date. Accordingly, this Application incorporates by reference all Fee Applications Filed to Date. Nelson Mullins now seeks final approval of all fees and expenses previously requested in the Fee Applications Filed to Date.

16. During the course of these cases, Nelson Mullins charged and now requests those fees that are customary and charged by most counsel in this marketplace for similar Chapter 11 cases.

Billing rates set forth in Nelson Mullins' Summary of Professionals and Paraprofessionals Rendering Services During the Compensation Period represent customary rates routinely billed to the firm's many clients. (See Exhibit A.) Here, the compensation requested does not exceed the reasonable value of the services rendered. Nelson Mullins' standard hourly rates for work of this nature are set at a level designed to fairly compensate Nelson Mullins for the work of its attorneys and paraprofessionals and to cover fixed and routine overhead expenses.

17. In addition, as set forth in its retention application, the Debtors believed that the retention of Nelson Mullins as its special counsel would be cost effective and efficient.

18. Further, the Debtors sought to retain Nelson Mullins as their special counsel because Nelson Mullins was involved in numerous environmental matters for the Debtors in various support capacities prior to the Petition Date. Nelson Mullins maintained historical information for numerous sites for which the Debtors were responsible for remediation or were involved in disputes over such responsibility or costs of remediation. Such extensive knowledge of the Debtors' business and environmental claims and defenses allowed an efficient management of such matters after the Petition Date. Continuation of the sensitive efforts involved with such matters compelled not disrupting the strategies for responding to them by substituting less knowledgeable counsel.

19. Nelson Mullins believes that the Application and the description of services set forth herein for work performed are in compliance with the requirements of Del.Bankr.L.R.2016-2, the Interim Compensation Order, the Plan and the applicable guidelines and requirements of the Bankruptcy Code, Federal Rules of Bankruptcy Procedure, and the Executive Office for the United States Trustees. A true and correct copy of the Verification of Bernard F. Hawkins, Jr. is attached hereto as Exhibit D.

WHEREFORE, Nelson Mullins respectfully requests final allowance of compensation for professional services rendered during the Compensation Period in the amount of \$1,038,748.50 and

final reimbursement of expenses in the amount of \$26,630.21 and final payment according to the procedures set forth in the Administrative Order. In addition, by this Application, Nelson Mullins requests approval and payment of fees and expenses during the Post-Effective Date Period that were incurred in connection with the fee application process in the total amount of \$10,077.00 for the period post-February 4, 2014 in connection with any remaining fees or costs to be incurred in the fee application process.

NELSON MULLINS RILEY & SCARBOROUGH LLP

By: /s/ B. Keith Poston

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Special Counsel to the Debtors

Dated: May 9, 2014
Columbia, South Carolina